

RECORDATION NO. 20646-FILED Q, R, S  
APR 3 '98 1-25 PM

ALVORD AND ALVORD  
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20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 3, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of the following secondary documents: Lease Schedule No. 006, dated March 13, 1998, a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of March 2, 1998 and a Full Service Lease Agreement Rider, dated March 1, 1998.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

The names and addresses of the parties to the enclosed documents are:

Lease Schedule No. 006

Lessor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

Lessee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

*Counterparts - Betty Lynn*

Mr. Vernon A. Williams  
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Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

Assignee: Star Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Lease Agreement Rider

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Hamilton, Ohio 45001

Lessee: Dow Corning Corporation  
3901 South Saginaw Road  
Midland, Michigan 48686

A description of the railroad equipment covered by the enclosed documents is:

twenty-nine (29) covered hopper railcars bearing AEX reporting marks  
and road numbers set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

# SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

## OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE:4/3/98

Dear Sir:

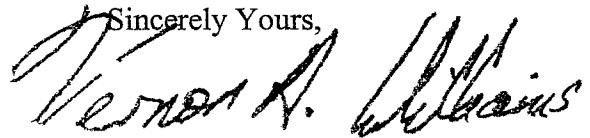
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 4/3/98

at 1:25 PM

assigned recordation numbers (s). 21312, 16872-A, 20646-P, 20646-Q, 20646-R, .  
20646-S and 20800-C.

Sincerely Yours,



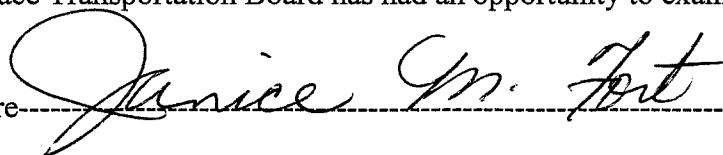
Vernon A. Williams  
Secretary

Enclosure(s)

182.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



APR 3 '98

1-25 PM

MEMORANDUM OF LEASE SCHEDULE NO. 006  
TO MASTER LEASE AGREEMENT NO. 114

Memorandum of Lease Schedule No. 006 to Master Lease Agreement No. 114 (the "Lease"), dated March 13, 1997 between The Vaughn Group, Ltd. ("Lessor"), and The Andersons, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease, whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: *John V. Handelsman*

Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: *Gary Smith*

Name: Gary Smith

Title: Vice President, Finance & Treasurer

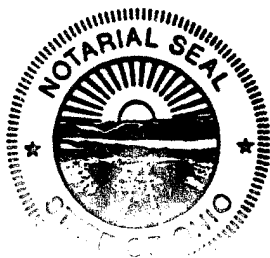
## Exhibit A

1965-1967 Built, Pullman 4,000 Cubic Feet  
Covered Hopper Cars

	New Car Numbers			Old Car Numbers	
1	AEX	720		SOU	96256
2	AEX	723		SOU	96096
3	AEX	724		SOU	96097
4	AEX	732		SOU	96434
5	AEX	734		SOU	96337
6	AEX	738		SOU	96419
7	AEX	741		SOU	96603
8	AEX	749		SOU	96713
9	AEX	753		SOU	96896
10	AEX	754		SOU	96914
11	AEX	758		SOU	97016
12	AEX	761		SOU	97493
13	AEX	766		SOU	97116
14	AEX	771		SOU	97164
15	AEX	773		SOU	97190
16	AEX	775		SOU	97256
17	AEX	776		SOU	97263
18	AEX	781		SOU	97387
19	AEX	785		SOU	97472
20	AEX	786		SOU	97488
21	AEX	793		SOU	97620
22	AEX	905		SOU	97824
23	AEX	906		SOU	97826
24	AEX	907		SOU	97830
25	AEX	911		SOU	97872
26	AEX	913		SOU	97882
27	AEX	914		SOU	97919
28	AEX	916		SOU	97931
29	AEX	917		SOU	97954

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 2nd day of March, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



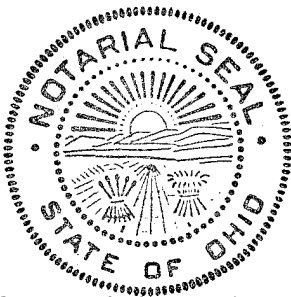
Kathy J. Voegele  
Notary Public

KATHY J. VOEGELE  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF OHIO )  
COUNTY OF Lucas ) SS

On this 28th day of February, 1998 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the V.P. Finance & Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 8-20-2000

My commission expires: